Milwaukee Radio Amateurs' Club
Bylaws

Approved: (November 19, 2022)

MRAC Board of Directors

President: Dick Strassburger, N9EEE

Vice President: Roger Heindl, AC9BT

Secretary: Tony Satariano, KD9NXU

Treasurer: Dale Webler, AB9DW

Director: Dean Berglund, KC9REN

Director: Ted Carlson, N9KQQ

Director: Tom Pachner, W9TJP

PREAMBLE

The Milwaukee Radio Amateurs' Club, Inc. was incorporated under the laws of the State of Wisconsin in March 1923. Further references to the Corporation shall be MRAC.

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ARTICLE I - NAME OF THE CORPORATION

The name of the corporation shall be the MILWAUKEE RADIO AMATEURS' CLUB, and referred to as MRAC, as identified in the Articles of Incorporation. MRAC has been in existence since 1917 to conduct business in Milwaukee, Wisconsin and the Milwaukee Metropolitan area since that date.

ARTICLE II - PURPOSE OF MRAC

The purpose of the MRAC as set forth in the Articles of Incorporation, is to provide an educational forum for advancing the art, technology, and science of amateur radio; provide knowledge-sharing, camaraderie, and support to develop and enhance individual members' skills and abilities in amateur radio communications; foster the ownership and maintenance of amateur radio equipment; and serve as a public service or emergency communications resource for the community. It shall also maintain affiliation with the ARRL (Amateur Radio Relay League) in Newington, CT

The MRAC will also provide presentations, events, activities, and opportunities to demonstrate the skill and technical knowledge of operating amateur radio for self and community; to demonstrate its members' capabilities to operate under varying or adverse conditions; and to ensure effective compliance with the Rules & Regulations of the Federal Communications Commission.

ARTICLE III - MEMBERSHIP

Section 1: CLASS OF MEMBERSHIP: MRAC shall have FIVE classes of membership, consisting of the following:

1. REGULAR MEMBERS shall hold a valid amateur radio license and have a bonafide interest in supporting the club and its amateur radio activities. This membership enjoys all privileges of the club.

2. FAMILY MEMBERS shall include any member of a family holding a valid amateur radio license and living under the same roof and validated by the FCC database. Each family member shall have a bonafide interest in supporting the club and its amateur radio activities. Each person under this membership enjoys all privileges of the club, EXCEPT only two designated family members retain voting privileges, and EXCEPT only one designated family member may serve on the Board or act as an Officer at any given time.

3. STUDENT MEMBERS shall hold a valid amateur radio license and demonstrate active participation in a school amateur radio club. Membership shall be limited to attendance at business meetings, participation on committees, and participation at events and activities. Student members are not eligible to vote or serve on the Board. This membership is limited to students under the age of 25. There shall be no dues for a Student Member.

4. LIFE MEMBERS shall be approved by the Board of Directors after qualifying as attaining 60 years of age and having been a member of good standing continuously for at least 25 years. This membership enjoys all the privileges of the club. There shall be no dues for a LIfe

Member. However, they are subject to special assessments, as are all members.

5. ASSOCIATE MEMBER shall have a bonafide interest in amateur radio and supporting the club and its activities. This is a limited-term, limited-participation membership of one year with the stipulation the Associate will earn an amateur radio license and become a Regular Member. There are no voting privileges and may not be elected or appointed to the Board of Directors. Associates may participate on a committee, but may not act as Chair.

Each member of the MRAC, with exceptions noted, if in good standing, shall be eligible to participate in the business meetings of the MRAC. He/she will be eligible to serve in any of the elective or appointed positions, serve on committees, and shall have a vote, either in person or by proxy, in the annual meeting.

Section 2: CONDITIONS OF MEMBERSHIP: A prospective member shall be a licensed amateur radio operator and have a bonafide interest in amateur radio, and be willing to actively support the club and its activities. Unlicensed individuals must demonstrate their bonafide interest in amateur radio. Prospective members must be of good character. An application and current dues payment shall be made and presented in-person or online. The Board of Directors or Membership Committee reserves the right to reject an application based on these and other criteria as they may apply.

Section 3: LOSS OF MEMBERSHIP. A member shall lose their membership upon failure to renew said membership within sixty (60) days following their renewal date. A member may also lose their membership from the Club by vote of the Board of Directors, if it is found that the member has:

- violated the rules and regulations of Part 97 of the Federal Communications Commission
- consistently behaved unethically in relation to their Amateur Radio activities
- repeatedly behaved offensively or abusively toward other members, including but not limited to racial, ethnic or national prejudice
- deliberately and persistently violated any provision of the Club's Articles of Incorporation or its Bylaws
- willfully and intentionally caused harm to the Club
- while acting as an official representative of the Club, performed in such a manner as to bring discredit to the Club
- acted upon theft of Club property or assets

The removed member has 10 days to submit a petition, in writing, to the Board for review, and the Board shall respond within 30 days.

ARTICLE IV - DUES AND ASSESSMENTS

Section 1: MEMBERSHIP PERIOD: Annual membership in the MRAC commences January 1 through December 31 of each year, and is renewable each year thereafter.

Section 2: DUES: Annual dues are set by the Board of Directors and implemented with approval by a simple majority of the members present at a general membership meeting. Annual dues are due on January 1 of each year. Members joining the club in the second half of the year, after June 30, will owe 50% of the annual dues plus the full amount of the annual dues for the succeeding year

thereby extending their membership an additional period.

Section 3: SPECIAL ASSESSMENT: Special assessments must be voted upon by the Board of Directors and ratified by a two-thirds (2/3) majority of the voting membership present at any regular meeting.

Section 4: WITHDRAWAL: A member may withdraw from membership at any time however any dues or assessments paid in advance are non-refundable and will be forfeited.

Section 5. RENEWAL NOTICES: Notifications of dues renewals will be sent to the email address on the club register 30 days before renewal. Other means of communication may supplement the email.

ARTICLE V - BOARD OF DIRECTORS

Section 1: QUALIFICATIONS: The Directors in this corporation shall be active members, in good standing, having current paid dues, and at least 21 years of age. All Directors must possess a valid FCC amateur radio license.

Section 1: GENERAL POWERS: The property, affairs, and business of MRAC shall be managed by the Board of Directors. Permanent and ad hoc committees and work teams shall be created, as necessary, to carry out the planning and implementation of board-approved activities, events, and organizational needs.

Section 2: PURPOSE: The primary existence of the Board of Directors is to provide leadership, direction, and stewardship for the club, that which aligns with the purpose of the club.

Section 3: ROLE AND RESPONSIBILITIES: The Board is also responsible for membership meetings which may consist of technical and speaker programs, operating events for group participation, activities that align with the club's purpose, and serve as an advocate for membership. All Board members shall be responsible for promoting membership and attendance at club meetings, events, and activities. The Board is responsible for providing a place for membership meetings. All Board members are responsible for ensuring all meetings are conducted in a business-like and civil manner. Directors shall also seek educational and community engagement opportunities that align with the purpose of the MRAC.

Section 3: DIRECTORS, OFFICERS, AND TERMS OF OFFICE: The Board of Directors shall consist of seven (7) persons. There shall be four (4) Officers and three (3) at-large Directors. All Directors shall be elected by the voting membership. The term of director seats shall be staggered so that no more than four (4) are eligible in a given year. The term of office shall be two (2) years and at the expiration of any term any Officer or Director may be re-elected. Director terms are for the period May through April of each year.

Section 4: NOMINATION AND ELECTION OF DIRECTORS: : The election of a Board of Directors shall occur at an annual meeting to be held in April of each year, in-person or virtually as circumstances warrant. Directors whose positions are not expiring shall serve as

the Nominating Committee and select a Chair to the Committee. Their responsibility is to seek qualified candidates who possess the interest and aptitude to hold a Director, and potentially an Officer position. Candidates may include directors who seek re-election, self-nominations, and those who are solicited by the Nominating Committee or other members in the club and accept the nomination. The nominating period shall commence March 1 of each year. The election shall be held during the annual meeting held in April, led by the Chair or other member of the Nominating Committee.

Section 5: INSTALLATION and OFFICER TERMS OF OFFICE: Newly elected Directors shall be installed at the next general membership meeting in May and begin their term of office as of the May Board of Directors Meeting. Officers will be determined during the May Board of Directors meeting by consensus vote of the new Board of Directors and take effect immediately. An orderly transition of responsibilities, duties, and supporting documentation will occur within a 30 day period. Officers are to hold office for the term of one year, and may be re-elected subsequently and concurrent with their term as a Director. If an Officer exits that position after the first year of a two-year term on the Board, they return to their role as a Director for the remainder of that term.

Section 6: RESIGNATION, REMOVAL OF A OFFICER OR DIRECTOR - Any Officer or Director of MRAC may resign at any time by giving written notice to the Secretary of the MRAC. Such resignation shall take effect as of the date of receipt of the notice, or at a later time as specified in the notice. The resignation need not be accepted in order to have become effective. Any one or more of the Officers or Directors may be removed for due cause at any time, by vote of the Board of Directors, at a special meeting called for that purpose. Due cause may include causing willful harm to the brand, image or operation of the organization, misconduct during official business, disregard of responsibilities, or demonstrating poor character toward other members.

Section 7: MEETINGS - The Board of Directors shall meet regularly at a time and place of mutual agreement among the Officers and Directors, either in-person or by virtual means. Meetings shall consist of a financial report, committee reports, and any event, activity or planning necessary to achieve the goals of the Board and align with the purpose of the club.

Section 8: SPECIAL MEETINGS - Special meetings of the Board of Directors shall be held upon written demand of two (2) Officers or Directors, addressed to the President, Vice-President and Secretary. The notice shall state the purpose or object of the meeting. Notice of such meeting shall be mailed physically or electronically to each Officer and Director at least two (2) weeks before the date on which the proposed meeting is to be held. Such notice shall state the time, date, place and purpose of the meeting. No business other than that stated in the notice shall be transacted at the meeting without every Board members' consent.

Section 9: QUORUM AND MANNER OF ACTING: A majority of Officers and Directors in office at the time of any regular meeting or special meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting. A decision by majority at any such meeting for which a quorum is present shall constitute an official act or decision. In the absence of a quorum, a majority of the Officers and Directors present at the meeting may adjourn the meeting until such time that a quorum can be present. In accordance with Section 181.72 State of Wisconsin Statutes, any action that might be taken by the Board of Directors may be taken without a meeting, if done in writing and signed by all of the Officers and Directors.

Section 10: ABSENCE: Should any Officer or Director be absent from three (3) consecutive meetings of the Board of Directors, without sending a communication to the President or Secretary,

stating their reasons for so doing, such seat on the Board may be declared vacant, and the President may proceed to appoint someone to fill the vacancy. The person so chosen must be a member in good standing and must hold office until the next annual meeting of the membership, or until their successor has been chosen at a special meeting of the Board of Directors.

Section 11: COMPENSATION AND REIMBURSEMENT: No compensation or payment shall be made to any Officer or Director of MRAC, except as reimbursement for material expenses or activity costs incurred on behalf of the club with prior approval of the Board of Directors. The Board may grant blanket approval for expense reimbursement for specific materials and activities, and may establish expenditure ceilings under which Board approval is not necessary.

ARTICLE VI - OFFICERS

Section 1: ORGANIZATION AND QUALIFICATION: There shall be a President, Vice President, Secretary and Treasurer. The Officers of this organization shall be active members, in good standing, having current paid dues, and be at least 21 years of age. All Officers must be FCC licensed Amateur Radio Operators.

Section 2: ELECTION, INSTALLATION and TERMS OF OFFICE: The election of a Board of Directors shall occur each year at an annual meeting, in-person or virtually as circumstances dictate. The newly elected Directors shall become installed at the next general membership meeting. Officers will be determined at the next Board of Directors meeting by consensus vote and take effect immediately. An orderly transition of responsibilities, duties, and supporting documentation will occur within a 30 day period. Officers are to hold office for the term of one year, and may be re-elected subsequently and concurrent with their term as a Director. If an Officer exits that position after the first year of a two-year term on the Board, they return to their role as a Director for the remainder of that term.

Section 3: ROLES AND RESPONSIBILITIES OF THE OFFICERS:

PRESIDENT: The President shall preside at all regular meetings of the membership. The President shall:

- provide leadership in carrying out the purpose of the club
- oversee the fulfillment of the Bylaws
- assure corporate governance and compliance
- facilitate general membership and Board of Director meetings
- perform such duties assigned by the Board of Directors
- have the power to appoint committees to carry on activities of MRAC
- have the power to make appointments to fill a vacancy on the Board or on a Committee
- sign and execute all authorized bonds, contracts, and other authorized obligations in the name of MRAC
- foster and maintain relationships with ARRL and other similar purposeful organizations

VICE-PRESIDENT: The Vice President shall discharge the duties of the President in the President's absence or disability for any cause. The Vice President shall:

- carry out any duties assigned to by the President
- assure the Board as a whole is promoting membership in MRAC
- assure technical, educational, and speaker programs are being provided

SECRETARY: The Secretary shall prepare and archive official meeting minutes of MRAC. These include Board of Directors meetings, General membership meetings, and Special meetings. The secretary shall also:

- prepare and make available meeting minutes within seven (7) days of the meeting
- read the minutes of the previous meeting to the membership
- prepare meeting summaries for general distribution through Hamateur Chatter or other means of communication
- preside over any Board or regular membership meeting in the absence of both the President and Vice President

TREASURER: The Treasurer shall have responsibility for the handling of all receipts and disbursements on behalf of the MRAC. The Treasurer shall:

- be responsible for the collections of all dues and assessments.
- keep accurate records of all receipts and disbursements of the Club and promptly deposit money in the designated depository approved by the Board of Directors
- sign all checks for approved disbursements
- prepare and provide a complete financial report each month to the Board of Directors. This same report shall be presented at the next regular member meeting
- prepare and provide an annual budget to commence January 1 of each year. Reconcile and close the previous year, providing a final report for that year to the Board of Directors and membership within the first quarter of the new year
- submit additional financial reports as needed, including each quarter to be communicated in the Club newsletter
- allow the books to be audited by a committee appointed by the President at the end of the fiscal year and at any other time as directed by the President
- process member applications and maintain a membership roster
- perform all other duties pertinent to the office

Section 4: RESIGNATION, REMOVAL OF AN OFFICER: See Article IV, Section 4.

ARTICLE VII - COMMITTEES

Section 1: COMMITTEES AND STRUCTURE: The Board of Directors shall create Permanent and Working Committees to establish and implement various activities, in general or specific to a cause, that are necessary to the functioning of the club and its stated purpose. The Board shall also appoint Chairpersons to develop the volunteer structure, establish its goals, schedule its meetings, and determine its communication protocol, for the intended purpose of that committee. The Chairperson will serve as liaison to the Board of Directors and provide a monthly status report.

Section 2: PERMANENT COMMITTEES: The Board of Directors shall establish the following committees as permanent to the necessary functioning of the club: Membership, Marketing, and Repeater/Technical Committees. Other Permanent Committees may be established as the need is determined and approved by the Board.

Section 3: WORKING (AD HOC) COMMITTEES:The Board of Director shall establish the following committees as ad hoc working groups with an intended purpose and outcome, and sunsets upon the completion of that outcome: Swapfest, Simplex Contest, and Field Day. As the need reoccurs, each year, the committees will reestablish themselves. Other Working Committees may be established as the need is determined and approved by the Board.

Section 4: SPECIAL INTEREST GROUPS: The Board of Directors recognizes and supports the many technological facets of the amateur radio operator and may create Special Interest groups, such as the ARISS Project, as members' needs and interests warrant. Financial support may be requested from the Board.

Section 5: FINANCIAL SUPPORT: Any expenditures relative to the operation of the committee or its outreach requires advance authorization of the Board of Directors.

ARTICLE VIII - MEETINGS

Section 1: ANNUAL MEETINGS: An annual meeting shall be held in April of each year as part of the regular membership meeting for the purposes of electing new Directors, and providing an annual report containing the financial summary and budget, and summaries of events, activities, and actions that pertain the purpose of the club, as well as reports deemed necessary or required. A Notice of the Annual Meeting shall be distributed electronically or by any other widely adopted media as necessary to reach 100% of the membership, at least ten (10) days prior to the date and time appointed for such meeting. Such notice shall state the time, date, location, and purpose of the meeting.

Section 2: MEMBERSHIP MEETINGS: Membership meetings will be scheduled with recurring regularity at a time and place secured by the Board of Directors. Membership meetings will consist of a financial report, committee reports, member feedback, as well as any other presentation of planned or proposed activity. An educational element is to accompany each membership meeting.

Section 3: QUORUM - The presence of 15% of the members of MRAC entitled to vote, shall be necessary to constitute a quorum for the transaction of business at membership meetings. Entitled members may authorize the Board to vote on their behalf via proxy. Their proxy will be counted as

part of the required 15%.

Section 4: MEETING PROTOCOL: All club meetings will be conducted with a protocol and documentation of proceedings. General membership meetings and Board of Director meetings shall be presided by the President. In the absence of the President, the Vice President shall preside. In the absence of the Vice President, the Secretary shall preside. All committees will be conducted with an agenda and documentation of proceedings. The committee chairperson shall preside.

Section 5: SPECIAL MEETINGS: A special meeting of the members may be held whenever called by the President, the Board of Directors, or upon written direction signed by 20% of the members in good standing. The purpose and supporting documentation will be distributed along with the meeting notice. A Special Meeting Notice shall be distributed within five (5) days of such meeting by email.

Section 6: CONDUCT AT MEETINGS - All meetings shall be conducted in a professional, business-like manner with courtesy and respect toward others. Majority of assent is the preferred outcome of any vote taken within a general membership meeting.

ARTICLE IX – CONTRACTS, CHECKS, DRAFTS & BANK ACCOUNTS

Section 1: CONTRACTS AND AGREEMENTS: The President and Secretary are the primary conduit through which contracts and agreements are made on behalf of the MRAC. At times, and with advance authorization from the Board of Directors, another Officer or Director may enter into a contract or agreement on behalf of MRAC. Any purchase in excess of $100 requires the advance authorization of the Board of Directors. Without these advance authorizations, no Officer or Director may execute binding contracts or agreements. Accountability and documentation of any contract or agreement is required.

Section 2: LOANS: No loan shall be contracted on behalf of MRAC, and no negotiable paper shall be issued in its name unless authorized by the Board of Directors. Such authority shall be confined to specific instances with documentation and accountability.

Section 3: CHECKS & DRAFTS: All checks, drafts, or other orders for payment of notes or indebtedness, shall be signed by the Treasurer, or in the Treasurers absence, by the President.

Section 4: DEPOSITS: All funds of the MRAC shall be deposited to the credit of the MRAC, in such banks, trust companies, or other financial institutions as the Board of Directors may authorize.

Section 5: FISCAL YEAR: MRAC shall operate on a calendar year basis in the conduct of its financial affairs.

ARTICLE X - PROPERTY AND ASSETS

Section 1: PROPERTY CUSTODIAN: A Custodian shall be appointed by the Board of Directors and shall be charged with cataloging, storing, and operating condition of MRAC property committed to his custody. The Custodian shall prepare and maintain an inventory of such property identifying the item and its location. The Custodian shall report any breakage or loss from ordinary usage or theft to the President of MRAC. A representative of the Board of Directors shall be allowed to examine and verify the written inventory, annually, by comparing it to the physical items in storage and electronic items such as software. The Custodian shall dispose of the property only at the direction of the Board of Directors.

ARTICLE XI – CORPORATE MARK

Section 1: CORPORATE MARK: MRAC shall have a corporate mark in the form of a logo to be used on all legal and official documents, marketing materials, and public communications. It shall be maintained and accessible for use by club members in the course of Club activity.

ARTICLE XII - CLUB LICENSE (W9RH)

Section 2: CLUB AMATEUR RADIO LICENSE (W9RH): The Board of Directors shall appoint a trustee for the MRAC amateur radio license (W9RH). The trustee must be a regular member in good standing and hold an Extra Class license. The Board of Directors may change the trustee at any time. All regular members that use the W9RH call are required to follow all FCC rules and regulations, as well as any instructions issued by the license trustee. While the W9RH call is in use, the trustee must have direct control of the station, or he must appoint another regular member of MRAC to act on his behalf.

ARTICLE XIII - REPEATER

Section 1: MRAC shall own and operate a repeater at the discretion of the Board of Directors. The repeater call sign shall be W9RH.

Section 2: PURPOSE: The purpose of the MRAC repeater is to provide communications among members strengthening club membership, investigate technological advances in communications, and general communication use for members and non-members.

Section 3: TERM OF USE: The Board of Directors may render the repeater inoperative at any time for any reason. The MRAC shall not be required by its members to have a repeater.

Section 4: CONTROL OPERATORS: Control operators shall be assigned to monitor the repeater. They shall act on behalf of the MRAC license trustee and ensure all FCC rules and regulations are followed by repeater users.

Section 5: REPEATER/TECHNICAL COMMITTEE: A Repeater and Technical Committee shall be established to provide support toward the operation of the repeater. It shall also ensure compliance with FCC regulations. It shall also enforce any operating guidelines approved by the Board of Directors.

Section 6: REPEATER COORDINATION: The Board of Directors shall maintain repeater coordination with the Wisconsin Association of Repeaters.

ARTICLE XIV - MEMBER COMMUNICATIONS

Section 1: WEBSITE: A website shall be created and maintained to serve as the central hub of communications and resources for members. It shall also function as a member recruitment tool by showcasing club events, activities, and resources. The website shall contain web pages including meeting notices, event and activity details, and a members directory.

Section 2: SOCIAL MEDIA: The MRAC will participate in popular social media to engage current members, and solicit new members, by serving as a knowledge-sharing resource, and to promote events and activities.

Section 3: NEWSLETTER (Hamateur Chatter): A newsletter shall serve as the internal communications media for distributing meeting notices, event and activity announcements, financial reports, technical reports, and other items of noteworthy interest to its members. The newsletter is to be prepared with a minimum distribution of quarterly each year.

ARTICLE XV - DISSOLUTION

Section 1: As noted in the Articles of Incorporation, the Board of Directors, acting upon a two-thirds approval of the general membership attending a special meeting called to discuss a dissolution, may dissolve the corporation at any time. Upon dissolution of the Milwaukee Radio Amateurs' Club, the monies and proceeds from the sale of assets remaining after payment of all liabilities shall be distributed to the ARRL Foundation of the American Radio Relay League, Inc. (ARRL).

ARTICLE XVI - AMENDMENTS

These Bylaws may be amended by a majority vote of a quorum of the members entitled to vote, present at an annual or special meeting of MRAC, called for that purpose. The protocol for Special Meetings applies.

AMENDMENT HISTORY

Page	Article / Section	Revision Date	Description
		2011	**Last discoverable set of Bylaws**
1-13	All	11-19-2022	Fully rewritten to reflect the updated purpose of the club (as noted in the updated Articles of Incorporation), as well as to reflect the current operations and objectives of the organization.